

***State of New Jersey
State Investment Council***

**Regular and Annual Meetings at
Trenton War Memorial – George Washington Ballroom
West Lafayette Street (beside the Marriott Hotel)
Trenton, New Jersey 08608**

**Thursday, November 19, 2009
1 p.m. – Regular Meeting
3 p.m. (estimated) – Annual Meeting**

Directions and parking information: www.thewar memorial.com

A G E N D A

I. Call to Order

Orin Kramer, Chair
Jonathan Berg, Vice Chair
Erika Irish Brown
W. Montgomery “Monty” Cerf
Jose R. Claxton
James Clemente
Susan Ann Crotty
Mark Kandrak
James C. Kellogg
Major Karl Kleeberg
Douglas A. Love
James P. Marketti
Timothy McGuckin

William G. Clark, Director, Division of Investment
Ray A. Joseph, Deputy Director, Division of Investment
Gilles Michel, Assistant Director, Division of Investment
Brian Arena, Investment Officer, Division of Investment
James Falstrault, Investment Officer, Division of Investment
Maneck Kotwal, Investment Officer, Division of Investment
Christine Pastore, Investment Officer, Division of Investment
Susan Burrows Farber, Chief Administrative Officer/Secretary to the Council
Susan Sarnowski, Compliance Officer
Rubin Weiner, Esq., Deputy Attorney General

II. Notice of Meeting

The Secretary reports that notice of the regular and annual meetings scheduled for November 19, 2009 was sent by mail deposited in the post office, by facsimile and email on November 2, 2009. A copy of the notice is on file as posted in the Division and sent to the Council, the

Times of Trenton, The Star-Ledger, the Bergen Record, the Courier Post and the Secretary of State.

III. Approval of Minutes

A. Approval of the Minutes of:

1. The regular meeting of the Council held on September 17, 2009
2. The Executive Committee meeting held on September 17, 2009 will be available next meeting

IV. Reports of Director Clark

- A. Memorandum from Director Clark to the Council, dated November 13, 2009, entitled "Investment Reports".
- B. Memorandum from Director Clark to the Council, dated November 13, 2009, entitled "Fiscal Year 2009 Summary Proxy Voting Report".

V. Committee Reports

- A. Audit Committee Report
 1. Update on annual audit

Executive Committee; Communications and Public Employee Relations Committee; Corporate Governance Committee and Diversity Committee; Economically Targeted Investment Committee; Incentive Compensation Committee; and Investment Policy Committee.

VI. Pending Matters

- A. Status of Proposed Repeal Filing
The proposed repeal of N.J.A.C. 17:16-2 (Engagement of External Investment Managers) as approved by the Council at the September 17, 2009 meeting is expected to be published in the *New Jersey Register* on December 7, 2009. The 60 day comment period ends on February 5, 2010.

VII. New Business

A. For Action by the Council

1. Memorandum from Director Clark to the Council, dated November 12, 2009, entitled, "Adopted Amendments to N.J.A.C. 17:16-12, 16 and 40 regarding investments in

Corporate Obligations, International Corporate Obligations and Non-Convertible Preferred Stocks of U.S. Corporations”.

2. Memorandum from Director Clark, dated November 12, 2009, entitled, “Potential Exemptions from State Investment Council’s Policy Concerning Political Contributions and Prohibitions on Investment Management Businesses – N.J.A.C. 17:16-4.10”.

B. For the Information of the Council

1. Memorandum from Deputy Director Ray Joseph, dated November 13, 2009, entitled “Recommended Best Practices for Hedge Fund Seeking Institutional Capital”.

VIII. Communications

State Treasurer’s Report – The Honorable R. David Rousseau, State Treasurer

IX. Brief Recess

Annual Meeting

I. Call to Order

II. Roles and Responsibilities of the Council, Division of Investment and Division of Pensions and Benefits

A. By Orin S. Kramer, Chair, State Investment Council

III. Report from Pensions and Benefits

A. By Fredrick J. Beaver, Director, Division of Pensions and Benefits

IV. Objectives of the Council's Asset Allocation Plan

A. By Dr. Douglas A. Love, Chair, Investment Policy Committee

V. Report on Pension Fund Status and Fiscal Year 2009

A. By William G. Clark, Director, Division of Investment

VI. Concluding Remarks

VII. Public Comment Period

A. Guidelines for Annual Meeting

To allow participation by as many audience members as possible, those wishing to speak at the Annual Meeting must register at least 24 hours in advance at the Division's website: www.state.nj.us/treasury/doinvest. Speakers will be strictly limited to three minutes.

VIII. Council Comment/Summary